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Larsen

February 1994

Draft of Articles of Incorporation for Friends of the Tractor Test Museum

Tractor Museum

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ARTICLES OF INCORPORATION
OF
FRIENDS OF THE UNIVERSITY OF NEBRASKA
TRACTOR TEST MUSEUM

Article I. Name

The name of this Corporation shall be "Friends of the University of Nebraska Tractor Test Museum", hereinafter referred to as "The Corporation".

Article II. Purpose

The purpose of The Corporation is to bring together Nebraskans, and others, to support the University of Nebraska Tractor Test Museum in promoting an understanding and stewardship of natural resources through education, communication and personal involvement.

Article III. Registered Office, Registered Agent

The street address of the registered office of The Corporation shall be Room 202 Biological Systems Engineering Laboratories, University of Nebraska, Lincoln, Nebraska 68588-0832. The name of the registered agent of The Corporation at such address shall be _____.

Article IV. Not for Profit

Operations of The Corporation shall be carried out without purpose of financial gain for members. Any profits or other accretions to The Corporation shall be used for promoting its purpose.

Article V. Term of The Corporation

The Corporation shall continue in perpetuity unless dissolved by process of law or by The Corporation itself.

Article VI. Dissolution

Upon dissolution of The Corporation, and after payment of all debts and liabilities, the assets remaining shall be transferred to the University of Nebraska for use by the University at its discretion.

Article VII. Amendments

These Articles of Incorporation may be amended by a two-thirds majority of Members present and voting at any meeting of The Corporation provided that the proposed amendment has been approved

by a two-thirds vote of the Board of Directors and that the proposed amendment has been presented to each voting Member in writing at least three weeks prior to the date of the meeting.

We, the undersigned, do hereby serve notice of our intent to organize and support said Corporation.

Dated this _____ Day of _____, 1994.

By:

Article II. Purpose

The purpose of the Corporation is to bring together Nebraska, and others, to support the University of Nebraska Test Museum in preserving an understanding and awareness of natural resources through education, communication and personal involvement.

Article III. Registered Office, Registered Agent

The street address of the registered office of the Corporation shall be Room 103 Biological Systems Engineering Laboratories, University of Nebraska, Lincoln, Nebraska 68583-0833. The name of the registered agent of the Corporation at such address shall be

Article IV. Not for Profit

Operations of the Corporation shall be carried out without purpose of financial gain for members. Any profits or other resources of the Corporation shall be used for promoting its purpose.

Article V. Term of the Corporation

The Corporation shall continue in perpetuity unless dissolved by

Article VI. Dissolution

Upon dissolution of the Corporation, and after payment of all debts and liabilities, the assets remaining shall be transferred to the University of Nebraska for use by the University at its discretion.

Article VII. Amendments

These Articles of Incorporation may be amended by a two-thirds majority of members present and voting at any meeting of the Corporation provided that the proposed amendment has been approved

BYLAWS
OF
THE FRIENDS OF THE UNIVERSITY OF NEBRASKA
TRACTOR TEST MUSEUM

Article I Name

The name of this organization shall be: Friends of the University of Nebraska Tractor Test Museum, hereafter referred to as "The Corporation"

Article II Purpose

The purpose of the Corporation shall be to bring together Nebraskans, and others, to support the University of Nebraska Tractor Test Museum by promoting an understanding and stewardship of Nebraska history through:

- | | |
|------------------|-------------------------|
| 1. Research | 4. Personal Involvement |
| 2. Education | 5. Financial Support |
| 3. Communication | |

Article III Membership

Section 1 Qualifications. Membership shall be open to all persons who subscribe to the purpose of The Corporation.

Section 2 Categories of Membership.

- A. Student Membership--available to any person enrolled as a student in a public or private institution of learning.
- B. Individual Membership--available to any person electing to pay the prescribed dues. Categories include Regular, Contributing, Supporting, Sustaining, and Patron memberships.
- C. Family Membership--available to any family unit residing at one address.
- D. Honorary Life Membership--elected by the Board of Directors, to be bestowed upon persons who are distinguished for their contributions to the history of tractor testing or who have rendered distinguished service to The Corporation or who are otherwise deemed worthy of the honor.
- E. Affiliate Organization Membership--available to all organizations and businesses that wish to support the purpose and program of The Corporation.

Article IV Dues

Section 1 Scale and Amount. The scale and amount of dues for

membership shall be determined by the Board of Directors subject to approval at the Annual Meeting of The Corporation.

Section 2 Membership Year. The membership year shall end on the 31st of December in each year.

Section 3 Good Standing. Dues are payable annually. The membership of any Member whose dues are two months in arrears shall be considered as lapsed. Such Member may be reinstated upon payment of the current dues.

Article V Fiscal Year

The Fiscal Year shall end on the 30th day of June in each year.

Article VI Annual Meeting

Section 1 Date, Time, Place. The Annual Meeting of The Corporation shall be held in October of each year at a date, time and place to be determined by the Board of Directors.

Section 2 Agenda. At the Annual Meeting reports of the officers and the Auditor shall be presented, Officers and Directors shall be elected, the budget for the new year shall be adopted, and such other items of business may be considered as are set out in the notice calling the meeting.

Section 3 Special General Meetings. A Special General Meeting of The Corporation may be called by the Board of Directors or on request to the Board of Directors by ten Members of The Corporation. Such a requested meeting must be called within six weeks of receipt of the request by the Board.

Section 4 Notice. At least 21 days' notice of the date, time and place of the Annual Meeting or Special General Meeting must be given in writing to each Member of The Corporation and the notice shall state the business to be considered.

Section 5 Quorum. Members present in person at an Annual Meeting or Special General Meeting shall constitute a quorum.

Article VII Voting Rights

Section 1 Right to Vote. Individual members in good standing and personally present at the Annual Meeting and at Special General Meeting(s) called, shall have the right to vote.

Section 2 Family Membership. A Family Membership in good standing is entitled to one vote at the Annual Meeting and at Special General Meeting(s) called, providing the representative is personally present.

Section 3 Affiliate Organization Membership. Affiliate Organization Memberships are entitled to one vote at the Annual

Meeting or at Special General Meeting(s) called, provided:

- A. The Affiliate Organization shall be in good standing.
- B. The Affiliate Organization representative shall be designated by the Affiliate Organization in writing at least 10 days prior to the meeting(s).
- C. The Affiliate Organization representative shall be personally present at the meeting(s).

Section 4 Director. At such time that a Director is duly appointed to administer the University of Nebraska Tractor Test Museum, such person shall serve as ex officio member of the Board of Directors, and shall be entitled to cast one vote on all matters not pertaining to the Director's employment.

Article VIII Officers

Section 1. Officers. The officers of The Corporation shall be:

- | | |
|--------------------|--------------|
| A. President | D. Secretary |
| B. President Elect | E. Treasurer |
| C. Vice President | |

Section 2 Duties.

- A. President. The President shall be the chief executive officer to The Corporation; shall preside at meetings of The Corporation, the Board of Directors and the Executive Committee; and shall be a non-voting member of all committees.
- B. President Elect: The President-Elect shall assist the President in the general supervision of The Corporation and the future planning of The Corporation.
- C. Vice-President: The Vice President shall preside at all meetings in the absence of the President; shall oversee all programs undertaken by The Corporation; and shall succeed the President if the President is unable to complete the current term of office.
- D. Secretary: The Secretary shall handle the general correspondence of the Board of Directors and The Corporation; shall attend all Board meetings and Corporation meetings and keep the minutes; and shall perform all such duties as are incidental to the office.
- E. Treasurer: The Treasurer shall be responsible for all funds of The Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements as directed by the Board of Directors. The Treasurer shall present a financial statement at every

meeting of the Board of Directors and at other times when requested by the Board. All bills shall be presented at meetings of the Board, recorded by the Secretary and promptly paid by the Treasurer. The Treasurer shall be responsible for the preparation of the proposed Budget which, after approval by the Board, shall be presented to The Corporation at the Annual Meeting.

F. Executive Committee: The Officers shall serve as an Executive Committee of the Board of Directors and of The Corporation and shall meet upon call of the President:

1. to act in emergencies or the Board of Directors;
2. to undertake such administrative actions as will serve and expedite the purposes of The Corporation.

Section 3 Terms

A. President. The first year, a President shall be elected at the Annual Meeting; thereafter, the President-Elect shall succeed to the Presidency. The President shall serve a one-year term and shall not be eligible for re-election for three years.

B. President-Elect. The President-Elect shall be elected at the Annual Meeting for a one-year term and then shall succeed to the Presidency.

C. Vice President. The Vice-President shall be elected for a one-year term and shall be eligible for re-election to one additional term.

D. Secretary. The Secretary shall be elected at the Annual Meeting for a one-year term and shall be eligible for re-election to one additional term.

E. Treasurer. The Treasurer shall be elected at the Annual Meeting for a one-year term and shall be eligible for re-election to four additional terms.

Article IX Board of Directors

Section 1. Composition. The Board of Directors shall consist of:

- A. The elected Officers of The Corporation.
- B. Not fewer than six nor more than twenty-four Directors elected at the Annual Meeting.
- C. The immediate Past-President of The Corporation.
- D. Ex-officio, the Director of the University of Nebraska Tractor Test Museum.

Section 2 Terms The Directors shall be elected in three classes with one-third to be elected each year. Directors shall serve a three-year term, except that in the first year Directors shall draw lots to determine those having one-year, two-year and three-year terms. Directors shall be eligible for re-election but shall serve no more than two consecutive terms.

Section 3 Duties. The Board of Directors shall:

- A. be the governing body between Annual Meetings.
- B. supervise ongoing work.
- C. recommend a Budget.
- D. fill vacancies among Officers and Directors which occur between Annual Meetings.
- E. appoint and supervise ad hoc committees, task forces or work teams.
- F. prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of The Corporation as they deem expedient provided that such rules and regulations have force and effect only until they are confirmed at the next Annual Meeting. Lacking confirmation, they shall fall null and void.

Section 4. Meetings and Quorum.

- A. the Board of Directors shall meet at least five times per year, on call of the President.
- B. a meeting of the Board of Directors shall be called at the request of six Directors.
- C. a quorum shall be eight members of the Board.

Section 5. Committees

- A. The Board may establish such Committees as it deems necessary to perform its duties.
- B. Committee members, including chairpersons, shall be nominated by the President and approved by the Board to serve a one-year term.

Article X Nomination of Officers

Section 1 Nominating Committee:

- A. Election. The Nominating Committee shall be elected at the Annual Meeting of the Corporation.

- B. Membership. The Nominating Committee shall consist of the President of The Corporation, the President-Elect, the immediate past President, the Director of the Museum, one member of the Board of Directors and two members of The Corporation at large.

Section 2 Nominations.

A. Slate. The Nominating Committee shall present a single slate for the Officers, the Board of Directors and the Nominating Committee to be elected. The slate shall be mailed to each voting Member of The Corporation three weeks prior to the Annual Meeting.

- B. Additional Nominations. Additional nominations with the consent of the nominees may be made in writing by any Member of The Corporation. They shall be received by the Nominating Committee Chairperson at least two weeks prior to the Annual Meeting. The Secretary shall mail the additional nominations to each Member of The Corporation one week prior to the Annual Meeting. The additional nominations shall be presented with the slate at the Annual Meeting.

Article XI Amendments

These Bylaws may be amended by a special resolution of the Board of Directors which must be ratified by a two-thirds majority of the Membership present at a Special or Annual Meeting.

Article XII Execution of Documents

Contracts of less than \$1,000.00, documents or any instruments in writing requiring the signature of The Corporation, shall be signed by any two Officers and all contracts, documents and instruments so signed shall be binding upon The Corporation. The Directors may delegate this authority from time to time to sign specific contracts, documents and instruments.

Contracts of \$1000.00 or more shall require the approval of the Executive Committee and shall be signed by the President and Treasurer of The Corporation

Dated: _____